

General information about company	
Scrip code	500239
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE104A01012
Name of the entity	K G DENIM LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I																				
Annexure I to be submitted by listed entity on quarterly basis																				
I. Composition of Board of Directors																				
Disclosure of notes on composition of board of directors explanatory														Yes						
Whether the listed entity has a Regular Chairperson																				
Whether Chairperson is related to MD or CEO														Yes						
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	KG Baalakrishnan	AEBPB5723J	00002174	Executive Director	Chairperson		06- 03- 1940	NA		03-11-2003	03-11-2018		60	1	0	0	0		

2	Mr	B Sriramulu	ALJPS3145C	00002560	Executive Director	Not Applicable		27-04-1967	NA		03-11-2003	03-11-2018		60	1	0	0	0	
3	Mr	B Srihari	AKIPS5721J	00002556	Executive Director	Not Applicable		06-09-1968	NA		03-11-2003	03-11-2018		60	1	0	0	0	
4	Mr	Jaganmohan Ramachandran	AAAPJ3464B	09125603	Non-Executive - Independent Director	Not Applicable		15-06-1957	NA		14-02-2022			60	1	0	0	0	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	Lakshmi Pattabi Raman	AGKPP1761D	09488828	Non-Executive - Independent Director	Not Applicable		28-07-1978	NA		14-02-2022			60	1	0	0	0		
6	Mrs	T Anandhi	ACYPA3154D	00050786	Non-Executive - Non Independent Director	Not Applicable		22-12-1964	NA		03-11-2003	01-04-2019			1	0	0	0		
7	Mr	A Velusamy	AAGPV7900A	00002204	Non-Executive - Non Independent Director	Not Applicable		11-05-1956	NA		01-04-2010	24-05-2015			1	0	1	0		
8	Mr	A P Seturaaman	AJPS2728N	07331898	Non-Executive - Independent Director	Not Applicable		30-12-1959	NA		05-11-2015	05-11-2020		60	1	1	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																				
Whether the listed entity has a Regular Chairperson																				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	M B N Rao	AADPN0586D	00287260	Non- Executive - Independent Director	Not Applicable		19- 06- 1948	NA		27-09-2018			60	4	4	5	4		
10	Mr	N Govindarajan	AIXPG4838R	00366402	Non- Executive - Independent Director	Not Applicable		29- 12- 1950	NA		29-07-2020			60	1	1	0	0		
11	Mr	G P Muniappan	AAJPM4939M	01653599	Non- Executive - Independent Director	Not Applicable		29- 05- 1941	Yes	27-09- 2018	31-10-2008	01-04-2019		36	2	2	1	3		
12	Mr	K N V Ramani	ABQPR3244N	00007931	Non- Executive - Independent Director	Not Applicable		05- 10- 1931	Yes	27-09- 2018	31-10-2003	01-04-2019		36	5	5	1	4		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01653599	Mr G P Muniappan	Non-Executive - Independent Director	Chairperson	24-03-2018		
2	00007931	Mr K N V Ramani	Non-Executive - Independent Director	Member	31-10-2003		
3	00287260	Mr M B N Rao	Non-Executive - Independent Director	Member	05-08-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00007931	Mr K N V Ramani	Non-Executive - Independent Director	Member	03-11-2003		
2	01653599	Mr G P Muniappan	Non-Executive - Independent Director	Member	24-03-2018		
3	07331898	Mr A P Seturaaman	Non-Executive - Independent Director	Chairperson	11-06-2020		
4	00002204	Mr A Velusamy	Non-Executive - Non Independent Director	Member	28-10-2021		
5	00366402	N Govindarajan	Non-Executive - Independent Director	Member	28-10-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01653599	Mr G P Muniappan	Non-Executive - Independent Director	Chairperson	31-10-2008		
2	00002204	Mr A Velusamy	Non-Executive - Non Independent Director	Member	25-05-2018		
3	07331898	Mr A P Seturaaman	Non-Executive - Independent Director	Member	25-05-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00002174	Mr KG Baalakrishnan	Executive Director	Chairperson	24-05-2014		
2	00002204	Mr A Velusamy	Non-Executive - Non Independent Director	Member	24-05-2014		
3	07331898	Mr A P Seturaaman	Non-Executive - Independent Director	Member	11-06-2020		

Other Committee

Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
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Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	28-10-2021				Yes	10	5
2		14-02-2022	108		Yes	10	5

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							
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Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	28-10-2021	108			Yes	3	3
2	Audit Committee	14-02-2022				Yes	3	3
3	Stakeholders Relationship Committee	26-10-2021				Yes	3	2
4	Stakeholders Relationship Committee	01-11-2021				Yes	3	2
5	Stakeholders Relationship Committee	16-11-2021				Yes	3	2
6	Stakeholders Relationship Committee	06-12-2021				Yes	3	2

Annexure 1

IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	11-02-2022				Yes	3	2
8	Stakeholders Relationship Committee	08-03-2022				Yes	3	2

9	Nomination and remuneration committee	27-10-2021	Yes	5	4
10	Nomination and remuneration committee	12-02-2022	Yes	5	4
11	Corporate Social Responsibility Committee	27-10-2021	Yes	3	1
12	Corporate Social Responsibility Committee	11-02-2022	Yes	3	1

Annexure 1

V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes

5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	P KRISHNAVENI
2	Designation	Company Secretary

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.kgdenim.com
2	Terms and conditions of appointment of independent directors	Yes		www.kgdenim.com
3	Composition of various committees of board of directors	Yes		www.kgdenim.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.kgdenim.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kgdenim.com
6	Criteria of making payments to non-executive directors	Yes		www.kgdenim.com
7	Policy on dealing with related party transactions	Yes		www.kgdenim.com
8	Policy for determining ‘material’ subsidiaries	Yes		www.kgdenim.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.kgdenim.com

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kgdenim.com
11	email address for grievance redressal and other relevant details	Yes		www.kgdenim.com
12	Financial results	Yes		www.kgdenim.com
13	Shareholding pattern	Yes		www.kgdenim.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.kgdenim.com
18	Credit rating or revision in credit rating obtained	Yes		www.kgdenim.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.kgdenim.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kgdenim.com
21	Materiality Policy as per Regulation 30	Yes		www.kgdenim.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.kgdenim.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kgdenim.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	

19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	

32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	P KRISHNAVENI
2	Designation	Company Secretary

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	P KRISHNAVENI
2	Designation	Company Secretary

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	P KRISHNAVENI
Designation of person	Company Secretary
Place	COIMBATORE
Date	20-04-2022